## Edgar Filing: PERFORMANCE TECHNOLOGIES INC \DE\ - Form 4

#### PERFORMANCE TECHNOLOGIES INC \DE\

Form 4

February 19, 2014

| <b>FORM</b>  | NRM 4  |             |   |             |                |         |            |  | OMB APPROVAL   |  |  |  |
|--|--|-------------|---|-------------|----------------|---------|------------|--|--|--|--|--|
|  | Washington, D.C. 20549   |             |   |             |                |         | COMMISSION | OMB<br>Number:   | 3235-0287  |  |  |  |
| if no long<br>subject to<br>Section 10<br>Form 4 or  | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction  See Instruction  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 |             |   |             |                |         |            |  | burden hou   | Expires: January 31 2005 Estimated average burden hours per response 0.5 |  |  |
| obligatior<br>may conti  |  |             |   |             |                |         |            |  | on   |  |  |  |
| (Print or Type R   | desponses)   |             |   |             |                |         |            |  |  |  |  |  |
| MEISENZAHL STUART B Symbol   |  |             |   |             | l Ticker or 'E | Tradin  | g          | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |  |
|  |  |             | TECHNO  | OLOGII      | ES INC \I      | )E\ [I  | PTIX]      | (Check all applicable)   |  |  |  |  |
| (Last) (First) (Middle) 3. Date of (Month/Date 140 CANAL VIEW BOULEVARD 02/19/20 4. If Amen Filed(Month 140 CANAL VIEW BOULEVARD 6. The control of the contr |  |             |   | ny/Year)    | ransaction     |         |            | Director 10% Owner Officer (give titleX Other (specify below) Former Director  6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |  |
|  |  |             |   |             | ate Original   |         |            |  |  |  |  |  |
| ROCHESTE   | ER, NY 14623   |             |   |             |                |         |            |  | More than One Ro   |  |  |  |
| (City)   | (State)  | Zip)        | Table   | I - Non-I   | Derivative S   | Securi  | ties Ac    | quired, Disposed o   | of, or Beneficia   | lly Owned  |  |  |
| 1.Title of Security (Month/Day/Year) Execution any (Month/D  |  |             | n Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or |             |                |         | 5)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                    |  |  |
| Common   |  |             |   | Code V      | / Amount       | (D)     | Price      | (  |  |  |  |  |
| Stock, \$.01 par value   | 02/19/2014   |             |   | D(1)        | 3,250<br>(1)   | D       | <u>(1)</u> | 0  | D  |  |  |  |
| Reminder: Repo   | ort on a separate line   | for each cl | ass of secur  | ities benef | ficially own   | ed dire | ectly or   | indirectly.  |  |  |  |  |
| •  | •  |             |   |             | _              |         | •          | ond to the collec  | ction of S   | EC 1474  |  |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |               | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                 |
|---|---|---|---|--|--|---------------|--|--------------------|---|---------------------------------|
|   |   |   |   | Code V                                 | (A)  | (D)           | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amoun<br>or<br>Numbe<br>of Shar |
| Non-Statutory<br>Stock Option<br>(Right to Buy)     | \$ 2.69   | 02/19/2014                              |   | D(2)                                   |  | 10,000<br>(2) | 05/21/2010   | (2)                | Common<br>Stock,<br>\$.01 par<br>value                        | 10,00                           |
| Non-Statutory<br>Stock Option<br>(Right to Buy)     | \$ 2.6  | 02/19/2014                              |   | D(2)                                   |  | 10,000<br>(2) | 05/20/2011   | <u>(2)</u>         | Common<br>Stock,<br>\$.01 par<br>value                        | 10,00                           |
| Non-Statutory<br>Stock Option<br>(Right to Buy)     | \$ 2.03   | 02/19/2014                              |   | D(2)                                   |  | 10,000<br>(2) | 06/09/2012   | <u>(2)</u>         | Common<br>Stock,<br>\$.01 par<br>value                        | 10,00                           |
| Non-Statutory<br>Stock Option<br>(Right to Buy)     | \$ 1.96   | 02/19/2014                              |   | D(2)                                   |  | 10,000        | 05/24/2013   | (2)                | Common<br>Stock,<br>\$.01 par<br>value                        | 10,00                           |
| Non-Statutory<br>Stock Option<br>(Right to Buy)     | \$ 1.36   | 02/19/2014                              |   | D(3)                                   |  | 10,000        | 02/19/2014   | (3)                | Common<br>Stock,<br>\$.01 par<br>value                        | 10,00                           |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEISENZAHL STUART B 140 CANAL VIEW BOULEVARD ROCHESTER, NY 14623

Former Director

**Signatures** 

/s/ Dorrance W. Lamb, Attorney-in-fact for Stuart B. Meisenzahl

02/19/2014

\*\*Signature of Reporting Person

Date

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# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 12, 2013, among the Company, Sonus Networks, Inc., and Purple Acquisition Subsidiary, Inc. (the "Merger Agreement"), at the effective time of the merger on February 19, 2014, each share of Company common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive \$3.75 in cash.
- Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Meisenzahl conditionally exercised this option, effective upon the closing of the merger on February 19, 2014. Mr. Meisenzahl will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.
- Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Meisenzahl conditionally exercised this stock option, which automatically accelerated in full and became effective upon the closing of the merger on February 19, 2014. Mr.

  Meisenzahl will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.